

AMENDMENT NO. _____
to the

INTERCONNECTION AGREEMENT

by and between

ILLINOIS BELL TELEPHONE COMPANY
INDIANA BELL TELEPHONE COMPANY, INCORPORATED
MICHIGAN BELL TELEPHONE COMPANY D/B/A
AMERITECH MICHIGAN
THE OHIO BELL TELEPHONE COMPANY
WISCONSIN BELL, INC. D/B/A
AMERITECH WISCONSIN

AND

AMERITECH ADVANCED DATA SERVICES OF ILLINOIS, INC.
AMERITECH ADVANCED DATA SERVICES OF INDIANA, INC.
AMERITECH ADVANCED DATA SERVICES OF MICHIGAN, INC.
AMERITECH ADVANCED DATA SERVICES OF OHIO, INC.
AMERITECH ADVANCED DATA SERVICES OF WISCONSIN, INC.

The Interconnection Agreement (“the Agreement”) by and between Illinois Bell Telephone Company, Indiana Bell Telephone Company, Incorporated, Michigan Bell Telephone Company d/b/a Ameritech Michigan, The Ohio Bell Telephone Company, Wisconsin Bell, Inc. d/b/a Ameritech Wisconsin (Ameritech) and Ameritech Advanced Data Services of Illinois, Inc.; Ameritech Advanced Data Services of Michigan, Inc.; Ameritech Advanced Data Services of Ohio, Inc.; Ameritech Advanced Data Services of Wisconsin, Inc. (“CLEC”), approved by each States appropriate Commission is hereby amended as follows:

1.0 AMENDMENTS TO THE AGREEMENT

1.1 Add Attachment HFPL Ordering on Pending Voice Accounts.

2.0 MISCELLANEOUS

2.1 This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, shall be coterminous with such Agreement.

2.2 EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OR THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT, and such terms are hereby incorporated by reference and the Parties hereby affirm the terms and provisions thereof.

2.3 This Amendment shall be filed with and subject to approval by each Illinois, Indiana, Michigan, Ohio, and Wisconsin appropriate Commissions.

IN WITNESS WHEREOF, this Amendment to the Agreement was exchanged in triplicate on this _____ day of _____, 2002, by Illinois Bell Telephone Company, Indiana Bell Telephone Company, Michigan Bell Telephone Company d/b/a Ameritech Michigan, The Ohio Bell Telephone Company, Wisconsin Bell, Inc. d/b/a Ameritech Wisconsin signing by and through its duly authorized representative, and CLEC, signing by and through its duly authorized representative.

Ameritech Advanced Data Services of Illinois, Inc.; Ameritech Advanced Data Services of Indiana, Inc.; Ameritech Advanced Data Services of Michigan, Inc.; Ameritech Advanced Data Services of Ohio, Inc.; Ameritech Advanced Data Services of Wisconsin, Inc.

***Illinois Bell Telephone Company, Indiana Bell Telephone Company, Incorporated. Michigan Bell Telephone Company d/b/a Ameritech Michigan, The Ohio Bell Telephone Company, Wisconsin Bell, Inc. d/b/a Ameritech Wisconsin.**
By: SBC Telecommunications, Inc., its authorized agent.

By: _____

By: _____

Print Name: _____

Print Name: David Cole

Title: _____

Title: President-Industry Markets

Date Signed: _____

Date Signed: _____

* On January 25, 1999, the United States Supreme Court issued its opinion in *AT&T Corp. v. Iowa Utilities Board*, 525 U.S. 366 (1999) (and on remand *Iowa Utilities Board v. FCC*, 219 F.3d 744 (8th Cir. 2000)) and on June 1, 1999, the United States Supreme Court issued its opinion in *Ameritech v. FCC*, No. 98-1381, 1999 WL 116994, 1999 Lexis 3671 (June 1, 1999). In addition, on July 18, 2000, the United States Court of Appeals for the Eighth Circuit issued its opinion in *Iowa Utilities Board v. FCC*, No. 96-3321, 2000 Lexis 17234 (July 18, 2000), which is the subject of a pending appeal before the Supreme Court. In addition, on November 5, 1999, the FCC issued its Third Report and Order and Fourth Further Notice of Proposed Rulemaking in CC Docket No. 96-96 (FCC 99-238), including the FCC's Supplemental Order issued *In the Matter of the Local Competition Provisions of the Telecommunications Act of 1996*, in CC Docket No. 96-98 (FCC 99-370) (rel. November 24, 1999), which is the subject of a pending request for reconsideration and a pending appeal. By executing this amendment, Ameritech does not waive any of its rights, remedies or arguments with respect to any such decisions or proceedings and any remands thereof, including its right to seek legal review or a stay of such decisions and its rights contained in the Interconnection Agreement. Ameritech further notes that on April 27, 2001, the FCC released its Order on Remand and Report and Order in CC Dockets No. 96-98 and 99-68, *In the Matter of the Local Competition Provisions in the Telecommunications Act of 1996: Inter-carrier Compensation for ISP-bound Traffic* (the "ISP Inter-carrier Compensation Order.") By executing this Amendment and carrying out the inter-carrier compensation rates, terms and conditions herein, Ameritech does not waive any of its rights, and expressly reserves all of its rights, under the ISP Inter-carrier Compensation Order, including but not limited to its right to exercise its option at any time in the future to invoke the Intervening Law or Change of Law provisions and to adopt on a date specified by Ameritech the FCC ISP terminating compensation plan, after which date ISP-bound traffic will be subject to the FCC's prescribed terminating compensation rates, and other terms and conditions.